



Eric M. Hocky  
Direct Dial 215 640 8523  
Email ehocky@thorpreed.com

ATTORNEYS AT LAW SINCE 1895

VIA FEDEX

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MAY 30 2012  
MANAGEMENT  
STB

Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street SW  
Washington, DC 20024

May 29, 2012

232372

Re: STB Finance Docket No. 35635  
Nevada 5, Inc. and Oakland Transportation Holdings LLC  
- Continuance in Control Exemption -  
US Rail Holdings LLC

Dear Ms. Brown:

Enclosed for filing in the above-referenced proceeding are the original and 10 copies of the Notice of Exemption of Nevada 5, Inc. and Oakland Transportation Holdings LLC. Also enclosed is our check in the amount of \$1300 representing the filing fee.

Twenty extra copies of the maps attached as Exhibit A to the Notice are also enclosed.

Please time stamp the extra copy of this letter to indicate receipt and return it to me in the self addressed envelope provided for your convenience.

Please let me know if there are any questions regarding this filing.

Respectfully,

Eric M. Hocky

**FILED**

MAY 30 2012

**SURFACE  
TRANSPORTATION BOARD**

EMH/e

Enclosures

1000 15th Street NW  
Washington, DC 20004  
202 638 1000  
www.thorpreed.com

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Washington, DC 20004  
202 638 1000  
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PC149458 (STB filing)

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TRANSPORTATION BOARD**

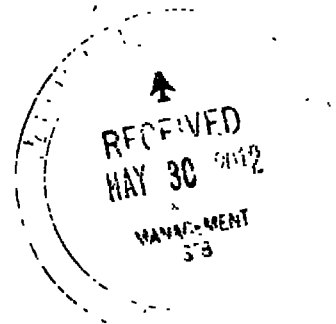
**ENTERED  
Office of Proceedings**

MAY 30 2012

**Part of  
Public Record**

BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 35635



NEVADA 5, INC. AND OAKLAND TRANSPORTATION HOLDINGS LLC  
– CONTINUANCE IN CONTROL EXEMPTION –  
US RAIL HOLDINGS LLC

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NOTICE OF EXEMPTION

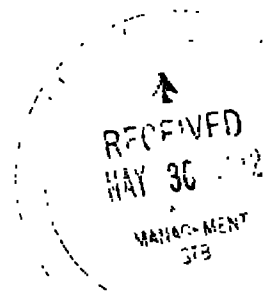
ERIC M. HOCKY  
THORP REED & ARMSTRONG, LLP  
One Commerce Square  
2005 Market Street, Suite 1000  
Philadelphia, PA 19103  
(215) 640-8500  
[ehocky@thorpreed.com](mailto:ehocky@thorpreed.com)

Dated: May 25, 2012

Attorneys for Nevada 5, Inc. and  
Oakland Transportation Holdings, LLC

BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 35635



NEVADA 5, INC. AND OAKLAND TRANSPORTATION HOLDINGS LLC  
– CONTINUANCE IN CONTROL EXEMPTION –  
US RAIL HOLDINGS LLC

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NOTICE OF EXEMPTION

Nevada 5, Inc. (“Nevada 5”) and Oakland Transportation Holdings LLC (“Oakland”) (Nevada 5 and Oakland sometimes referred to as “Applicants”), file this Notice of Exemption pursuant to 49 C.F.R. §1180.2(d)(2) to exempt from the provisions of 49 U.S.C. §11323, their control, indirectly and directly, of US Rail Holdings LLC (“Rail Holdings”), an existing carrier with residual common carrier authority in Indiana. *See U S Rail Holdings, LLC–Lease and Operation Exemption–Winamac Southern Railway Company and Kokomo Grain Co., Inc.*, STB Finance Docket No. 35234 (served April 9, 2009).

Oakland currently owns all of the equity interests in Brookhaven Rail, LLC (formerly known as US Rail of New York LLC) (“Brookhaven Rail”), an existing carrier operating in New York. *See Gabriel D. Hall—Corporate Family Transaction Exemption—US Rail New York, LLC and US Rail Corporation*, STB Docket No. FD 35458 (served January 7, 2011).<sup>1</sup> Nevada 5, in turn, owns 98% of the equity in Oakland and indirectly controls Brookhaven Rail.

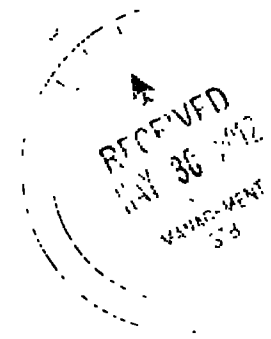
Oakland is in the process of acquiring GTR Leasing LLC (“GTR”), the parent company of Rail Holdings. As a result of the proposed transaction Oakland will indirectly control Rail Holdings

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<sup>1</sup> Oakland acquired the equity interests in US Rail of New York LLC from Mr. Hall on or about February 1, 2011. The Board was notified of the change of name by letter filed with the Board

BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 35635



NEVADA 5, INC. AND OAKLAND TRANSPORTATION HOLDINGS LLC  
– CONTINUANCE IN CONTROL EXEMPTION –  
US RAIL HOLDINGS LLC

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NOTICE OF EXEMPTION

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ERIC M. HOCKY  
THORP REED & ARMSTRONG, LLP  
One Commerce Square  
2005 Market Street, Suite 1000  
Philadelphia, PA 19103  
(215) 640-8500  
[ehocky@thorpreed.com](mailto:ehocky@thorpreed.com)

Dated: May 25, 2012

Attorneys for Nevada 5, Inc. and  
Oakland Transportation Holdings, LLC

BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 35635

**NEVADA 5, INC. AND OAKLAND TRANSPORTATION HOLDINGS LLC  
– CONTINUANCE IN CONTROL EXEMPTION –  
US RAIL HOLDINGS LLC**

RECEIVED  
MAY 30 2011

MANAGEMENT  
STB

**NOTICE OF EXEMPTION**

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Oakland is in the process of acquiring GTR Leasing LLC (“GTR”), the parent company of Rail Holdings. As a result of the proposed transaction Oakland will indirectly control Rail Holdings

<sup>1</sup> Oakland acquired the equity interests in US Rail of New York LLC from Mr. Hall on or about February 1, 2011. The Board was notified of the change of name by letter filed with the Board

and directly control Brookhaven Rail. Nevada 5 will indirectly control both Rail Holdings and Brookhaven Rail.

Applicants are filing this Notice to enable them to continue in control of Rail Holdings and Brookhaven Rail. The rail lines of Rail Holdings and Brookhaven Rail do not connect with each other, nor is the continuance in control described herein part of a series of anticipated transactions that would connect the rail lines of the two carriers. The continuance in control transaction does not involve a Class I railroad. Accordingly, this is an exempt transaction under 49 C.F.R. §1180.2(d)(2).

### **Required Information**

In accordance with the provisions of 49 C.F.R. 1180.4(g), Applicants provides the following information as required by 49 C.F.R. §1180.6(a)(1)(i)-(iii), (a)(5), (a)(6), and (a)(7)(ii):

#### *1180.6(a)(1)*

(i) The proposed transaction, as more fully described above, involves the common control, directly and indirectly, of Rail Holdings and Brookhaven Rail. The full name and address of the Applicants are: Nevada 5, Inc. and Oakland Transportation Holdings LLC, 38955 Hills Tech Drive, Farmington Hills, MI 48331.

The name, address and telephone number of the representative of Applicants who should receive correspondence is: Eric M. Hocky, Esquire, Thorp Reed & Armstrong, LLP, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.

(ii) Applicants propose to acquire control of GTR and Rail Holdings on or after June 23, 2012, thirty days after the filing of this Notice.

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on May 15, 2012, in STB Finance Docket No. 35458.

(FOI 19427)

(iii) The purpose of the transaction is to allow Oakland , and indirectly Nevada 5, to acquire control of Rail Holdings while retaining control of Brookhaven Rail. This will allow Oakland to take advantage of the consolidation of the administrative and operational support it can provide which in turn will permit more efficient operation and management of Rail Holdings and Brookhaven Rail.

*1180.6(a)(5)*

Rail Holdings leases a line of railroad in Indiana. Brookhaven Rail owns a line of railroad and operates in New York. As noted above, the rail lines of Rail Holdings and Brookhaven Rail do not connect with each other, nor is the continuance in control described herein part of a series of anticipated transactions that would connect the rail lines of the two carriers.

*1180.6(a)(6)*

Maps showing the lines of Rail Holdings and Brookhaven Rail are attached hereto as Exhibit A. Twenty extra copies of the maps are also included.

*1180.6(a)(7)(ii)*

There are no documents that will govern the common control of Rail Holdings and Brookhaven Rail (other than their respective corporate governing documents).

**Labor Protection**

Applicants recognize that under 49 U.S.C. 10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. However, since all of the carriers involved are Class III rail carriers, under 49 U.S.C. §11326(c), no labor protection may be imposed.

### **Environmental and Historic Reports**

The proposed common control involves only corporate control, and will not affect the level of operations on the rail lines of either Rail Holdings or Brookhaven Rail. As such the proposed transaction should be exempt from the Board's environmental reporting requirements pursuant to 49 C.F.R. §1105.6(c)(2)(ii). Further, the proposed transaction is exempt from the historic preservation reporting requirements since the proposed common control will not substantially change the level of operations over, or maintenance of, the rail lines of either Rail Holdings or Brookhaven Rail. *See* 49 C.F.R. §1105.8(b)(3).

### **Conclusion**

For the foregoing reasons, Applicants request that the Board issue a notice of exemption pursuant to §49 C.F.R. §1180.2(d)(2).

Respectfully submitted,



ERIC M. HOCKY  
THORP REED & ARMSTRONG, LLP  
One Commerce Square  
2005 Market Street, Suite 1000  
Philadelphia, PA 19103  
(215) 640-8500  
[ehocky@thorpreed.com](mailto:ehocky@thorpreed.com)

Dated: May 25, 2012

Attorneys for Nevada 5, Inc. and  
Oakland Transportation Holdings, LLC

# VERIFICATION

I, Matthew Polmeyer, Authorized Agent of Nevada 5, Inc., verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on May 25, 2012.



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## VERIFICATION

I, Ted Mills, Manager of Oakland Transportation Holdings LLC, verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

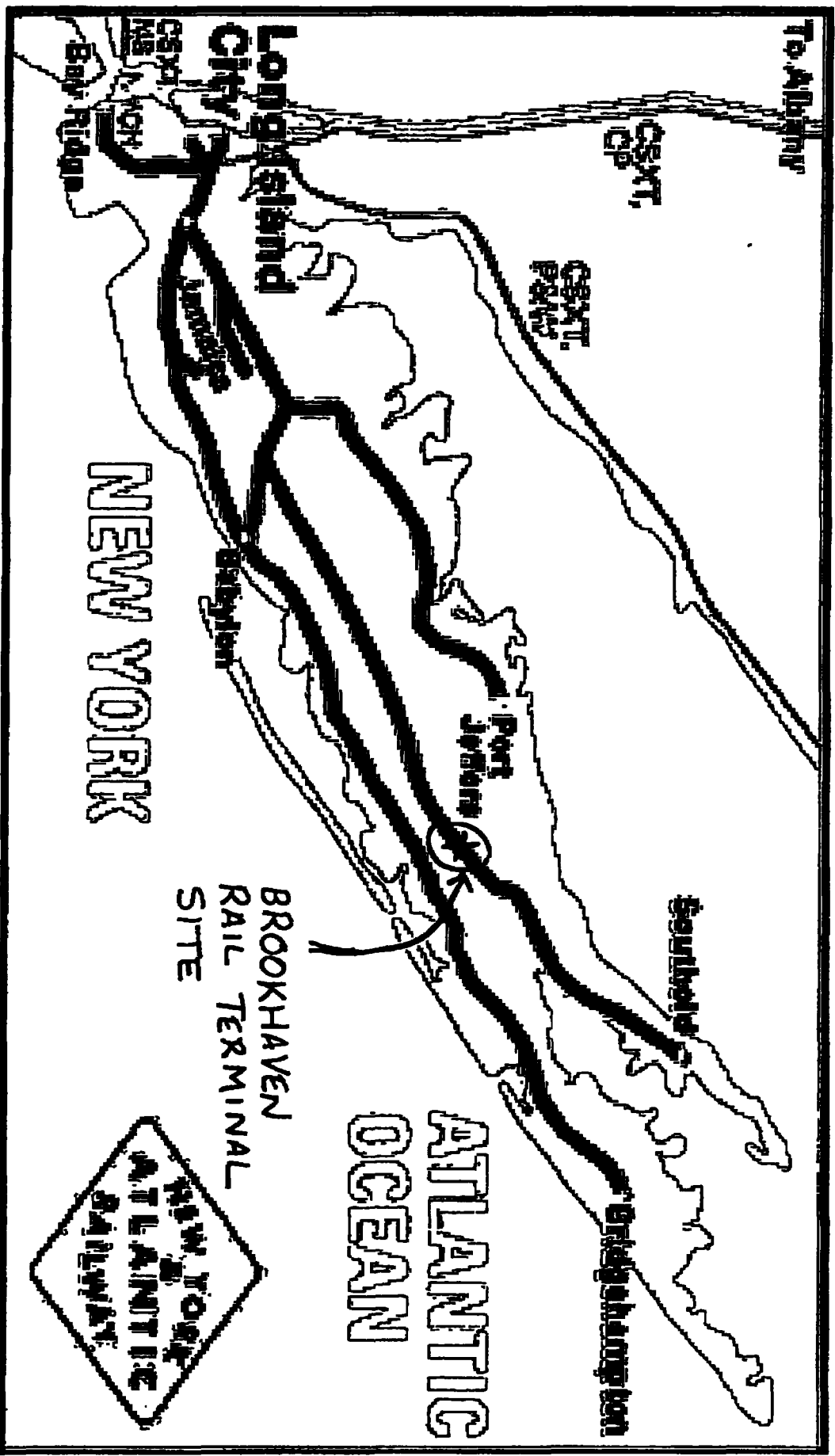
Executed on May 26, 2012.

A handwritten signature in black ink, appearing to read "Ted Mills", is written over a horizontal line.

## **EXHIBIT A**

### **MAPS**

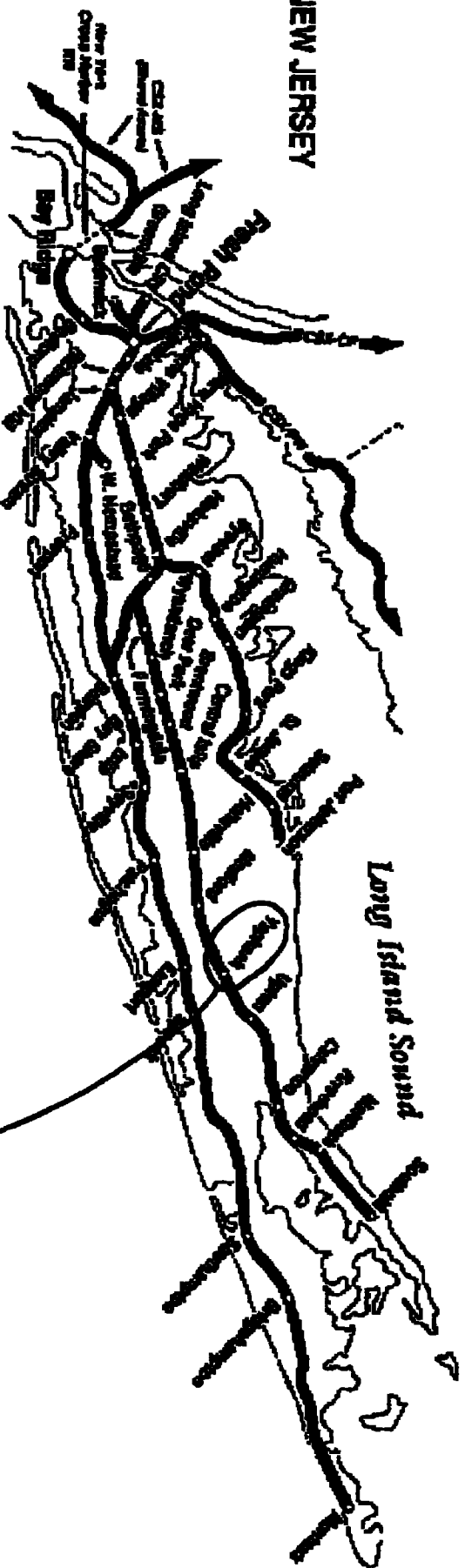




NEW YORK

CONNECTICUT

NEW JERSEY



CONNECTING RAILROADS	
CP	Canadian Pacific
CSX	CSX Transportation
NYCH	New York Great Harbor
NS	Norfolk Southern
PRR	Providence & Worcester

Atlantic Ocean

←  
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RAIL TERMINAL  
SITE